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9 **UNITED STATES BANKRUPTCY COURT**
10 **CENTRAL DISTRICT OF CALIFORNIA, SANTA ANA DIVISION**
11

12 In re
13 The Litigation Practice Group P.C.,
14 Debtor.

Case No. 8:23-bk-10571-SC

Chapter 11

**STIPULATION BETWEEN MORNING
LAW GROUP P.C. AND RICHARD A.
MARSHACK, LIQUIDATION TRUSTEE
OF THE LPG LIQUIDATING TRUST
RESOLVING:**

**MOTION FOR ENTRY OF ORDER
ENFORCING AGREEMENT OF
PURCHASE AND SALE AND JOINT
ESCROW INSTRUCTION, AND
COMPELLING MORNING LAW
GROUP, P.C. TO MAKE PAYMENT
THEREUNDER AND RELATED RELIEF
[DOC. NO. 2363]**

Judge: Hon. Scott C. Clarkson
Date: April 23, 2025
Time: 1:30 p.m.
Place: Courtroom 5C
411 W. Fourth Street
Santa Ana, CA 92701

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25 Morning Law Group P.C. (“MLG”), on the one hand, and Richard A. Marshack, Liquidation
26 Trustee of the LPG Liquidating Trust (the “Trustee”) (MLG and Trustee, taken together, the
27 “Parties”), on the other hand, hereby enter into this stipulation.
28

RECITALS

A. On April 2, 2025, the Trustee filed the *Motion for Entry of Order Enforcing Agreement of Purchase and Sale and Joint Escrow Instruction, and Compelling Morning Law Group, P.C. to Make Payment Thereunder and Related Relief* (doc. no. 2363) (the “Motion”).¹

B. By the Motion, the Trustee seeks relief summarized as follows:

i. An order compelling MLG to pay the Trustee \$953,247.59 (the “Q4 2024 Undisputed Amount”); and

ii. Attorneys’ fees in connection with the Motion due to breach by nonpayment of the Q4 2024 Undisputed Amount.

C. MLG disputes the factual contentions and characterizations, and the bases for the relief set forth in the Motion.

D. Despite their disputes, and reserving all rights with respect to the Motion and the factual contentions set forth therein, after arm’s length negotiations regarding the Motion, the Parties hereby agree and stipulate as follows, subject to Court approval:

STIPULATION

1. MLG shall pay the Q4 2024 Undisputed Amount to the Trust within 2 business days after the entry of the order hereon.

2. The Trustee shall file a notice of voluntarily dismissal of the Motion immediately upon receipt of the Q4 2024 Undisputed Amount and the Initial Q1 2025 Undisputed Amount (defined below).

3. The Parties shall each bear their own attorneys’ fees and costs with respect to the Motion.

4. The payment under the PSA for the undisputed amount of fees accrued in the first quarter of 2025 (“Q1 2025 Undisputed Amount”), shall be paid to the Trust in monthly installments, as follows:

a. One-fourth of the Q1 2025 Undisputed Amount will be paid to the Trust

¹ Unless otherwise defined herein, all capitalized terms have the definitions set forth in the Motion.

1 within 2 business days after the entry of the order hereon (the “Initial Q1 Undisputed Amount”);
2 and

3 b. Thereafter, MLG will pay the balance of the outstanding Q1 2025 Undisputed
4 Amount to the Trust in five equal payments on the 15th and 30th of each month, with the first payment
5 commencing April 30, 2025, and the final payment on June 30, 2025.

6 5. The undisputed amounts owing on account of quarterly payments due under the PSA
7 shall be paid to the Trust, pursuant to the terms of the PSA without modification, commencing with
8 the payment attributable to the second quarter of 2025 (due July 15, 2025) and every such quarterly
9 payment thereafter.

10 6. No later than July 1, 2025, the Parties will commence mediation or have a full-day
11 settlement conference, including the Trustee and the authorized representatives of MLG
12 (personally), with respect to the Earn-Out Dispute described in the Motion. This is without prejudice
13 to the Parties requesting that the Court extend the July 1, 2025 deadline to commence the mediation
14 or settlement conference.

15 7. This stipulation comprises a settlement as to the Motion only. It is not a global
16 settlement between the Parties and it does not resolve any disputed facts or legal issues, including,
17 but not limited, to the Earn-Out Dispute, and MLG’s calculation of the Q4 2024 Undisputed Amount
18 or the Q1 2025 Undisputed Amount. There are no third-party beneficiaries and the rights hereunder
19 are not assignable. All rights, claims, remedies, and defenses with respect to the Earn-Out Dispute
20 and any other matters are expressly reserved.

21 *[Signatures Continued on Next Page]*
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AGREED:

DATED: April 14, 2025

SAUL EWING LLP

By:



ZEV SHECHTMAN

CAROL CHOW

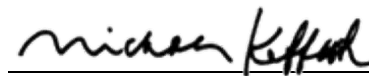
Attorneys for Morning Law Group P.C.

AGREED:

DATED: April 14, 2025

FOX ROTHSCHILD LLP

By:



KEITH C. OWENS

NICHOLAS A. KOFFROTH

Attorneys for Richard A. Marshack, Liquidation
Trustee of the LPG Liquidating Trust

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PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:
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A true and correct copy of the foregoing document entitled (*specify*): **Stipulation Between Morning Law Group P.C. and Richard A. Marshack, Liquidation Trustee of the LPG Liquidating Trust Resolving: Motion for Entry of Order Enforcing Agreement of Purchase and Sale and Joint Escrow Instruction, and Compelling Morning Law Group, P.C. to Make Payment Thereunder and Related Relief [Doc. No. 2363]** be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner stated below:

1. **TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF)**: Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (*date*) **April 14, 2025**, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

☒ Service information continued on attached page

2. **SERVED BY UNITED STATES MAIL**:

On (*date*) _____, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued on attached page

3. **SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL** (*state method for each person or entity served*): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (*date*) _____, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

April 14, 2025
Date

Hannah Richmond
Printed Name

/s/ Hannah Richmond
Signature

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF) (continued):

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